

**Hearing Date and Time: November 13, 2015 at 12:00 p.m. (ET)**  
**Objection Deadline: November 6, 2015 at 4:00 p.m. (ET)**

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*Attorney for the Clients listed on Schedule I*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
Lehman Brothers Holdings Inc., <i>et al.</i> ,	)	Case No. 08-13555 (SCC)
Debtors.	)	Jointly Administered
	)	

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**LIMITED OBJECTION AND JOINDER OF HAYNES AND BOONE, LLP  
CLIENTS TO THE OBJECTION BY PENTWATER GROWTH FUND LTD. AND  
PENTWATER CREDIT PARTNERS FUND LTD. TO DEBTORS' RENEWED MOTION  
TO ALLOW DISCLOSURE OF DERIVATIVE QUESTIONNAIRES**

The Haynes and Boone, LLP Clients listed on Schedule I (the "**Haynes and Boone Clients**"), by their counsel, Haynes and Boone, LLP ("Haynes and Boone"), file this *Limited Objection and Joinder of Haynes and Boone, LLP Clients to the Objection by Pentwater Growth Fund Ltd. and Pentwater Credit Partners Fund Ltd. to Debtors' Renewed Motion to Allow*

*Disclosure of Derivative Questionnaires* (the “**Limited Objection**”) in response to the *Motion to Renew Motion to Allow Disclosure of the Derivative Questionnaires Pursuant to Section 107(a) of the Bankruptcy Code* [Docket No. 51312] (the “**Renewal Motion**”) filed by Lehman Brothers Holdings Inc., as Plan Administrator on behalf of its affiliated debtors (collectively, the “**Debtors**”). In support of the Limited Objection, the Haynes and Boone Clients respectfully state as follows:

**OBJECTION**

1. On July 2, 2009, the Court entered the *Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim, Approving the Form and Manner of Notice Thereof and Approving the Proof of Claim Form* [Docket No. 4271] (the “**Bar Date Order**”). The Bar Date Order reflected extensive negotiations aimed towards protecting the confidential information of each of the derivative counterparties.
2. To protect confidential information, the Bar Date Order implemented a two pronged approach by requiring each party to complete (1) a publicly available proof of claim form, and (2) a confidential Derivative Questionnaire,<sup>1</sup> available only on a secure website.
3. In relevant part, the Bar Date Order states that, “information submitted on the website <http://www.lehman-claims.com> in respect of Derivative Contracts and Guarantees *will not be accessible* on the website other than by the party that submitted such information, the Debtors, the Creditors’ Committee and their respective advisors and counsel . . .” (emphasis added) Bar Date Order at p.9.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Renewal Motion.

4. In reliance of the confidentiality provisions in the Bar Date Order, the Haynes and Boone Clients submitted Derivative Questionnaires.

5. On March 19, 2015, the Debtors filed a motion for entry of an order to permit disclosure of the Derivative Questionnaires submitted in the Bankruptcy Cases pursuant to section 107(a) of the Bankruptcy Code, notwithstanding the Bar Date Order (the “**Initial Motion**”).

6. On March 30, 2015, the Haynes and Boone Clients filed the *Protective Objection and Joinder of Haynes and Boone, LLP Clients to the Objection of Westpac Banking Corporation to Debtors Motion to Allow Disclosure of the Derivative Questionnaires Pursuant to Section 107(a) of the Bankruptcy Code* (the “**Protective Objection**”).

7. To protect their rights as Objecting Parties, the Haynes and Boone clients hereby renew the objection set forth in the Protective Objection and join in the *Objection By Pentwater Growth Fund Ltd. and Pentwater Credit Partners Fund Ltd. to Debtors’ Renewed Motion to Allow Disclosure of Derivative Questionnaires* [Docket No. 51349], and incorporate the grounds set forth therein as if fully stated in this Limited Objection.

FOR ALL THE ABOVE STATED REASONS, the Haynes and Boone Clients respectfully request that the Court (i) deny the relief requested in the Renewal Motion as proposed, and (ii) grant such further relief as the Court deems just.

Dated: November 6, 2015  
New York, New York

HAYNES AND BOONE, LLP

/s/ Autumn D. Highsmith

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**Schedule I**

American Airlines, Inc.  
BP Capital Energy Equity Fund, L.P.  
BP Capital Energy Fund, L.P.  
BP Cap. Energy Equity Intl. Hldgs. I, LP  
BP Cap. Energy Equity Fund Master II, LP  
Pickens, T. Boone